

1 COOLEY LLP
John C. Dwyer (36533) (dwyerjc@cooley.com)
2 3175 Hanover Street
Palo Alto, California 94304-1130
3 Telephone: +1 650 843 5000
Facsimile: +1 650 843 7400
4

Ryan E. Blair (246724) (rblair@cooley.com)
5 4401 Eastgate Mall
San Diego, California 92121
6 Telephone: +1 858 550 6000
Facsimile: +1 858 550 6420
7

8 *Attorneys for Defendants*
9

10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12

13 IN RE GERON CORPORATION
14 STOCKHOLDER DERIVATIVE
15 LITIGATION
16

Master File No. 3:20-cv-02823-WHA

**STIPULATION AND [PROPOSED]
ORDER CONTINUING STAY OF
DERIVATIVE ACTION**

This Document Relates to All Actions

1 WHEREAS, on April 23, 2020, Plaintiff Katharine Jameson filed her verified shareholder
 2 derivative complaint (the “*Jameson Action*”) against defendants John A. Scarlett, Karin Eastham,
 3 V. Bryan Lawlis, Susan M. Molineaux, Robert J. Spiegel, Daniel M. Bradbury, and Hoyoung Huh
 4 (the “Individual Defendants”) on behalf of Geron Corporation (the “Company”) alleging breaches
 5 of fiduciary duty, unjust enrichment, and violations of Section 14(a) of the Securities Exchange Act
 6 of 1934 (the “Exchange Act”);

7 WHEREAS, on April 2, 2021, Plaintiff Zachary Gamlieli filed a substantially similar
 8 derivative action in this District against the Individual Defendants (the “*Gamlieli Action*”), alleging
 9 breaches of fiduciary duty, unjust enrichment, and violations of Section 10(B) and 21D of the
 10 Exchange Act;

11 WHEREAS, on April 9, 2021, the Court consolidated the *Jameson* and *Gamlieli* Actions
 12 (the “Derivative Action”) and appointed Co-Lead Counsel for Plaintiffs;

13 WHEREAS, also pending before the Court is a class action, arising from events related to
 14 the Derivative Action, alleging violations of the federal securities laws against Geron and John A.
 15 Scarlett: *Tollen v. Geron Corp. et al.*, Case No. 20-CV-00547-WHA (the “Securities Class
 16 Action”);

17 WHEREAS, on April 12, 2021, the Court granted in part and denied in part the defendants’
 18 motion to dismiss the Securities Class Action;

19 WHEREAS, the Parties previously agreed to, and the Court ordered, a limited stay of the
 20 Derivative Action pending resolution of the plaintiffs’ class certification motion in the Securities
 21 Class Action (ECF No. 24);

22 WHEREAS, on April 2, 2022, the Court certified the Securities Class Action as a class action
 23 under Rule 23 of the Federal Rules of Civil Procedure;

24 WHEREAS, on June 7, 2022, Plaintiffs filed an amended shareholder derivative complaint
 25 (ECF No. 31);

26 WHEREAS, on June 22, 2022, the Parties submitted a proposed stipulation (ECF No. 35),
 27 and, on July 6, 2022, the Court entered an order (ECF No. 36) staying further proceedings in the
 28 Derivative Action “until the earlier of the following two events: (a) public announcement of a

1 settlement of the Securities Class Action; or (b) a final judgment in the Securities Class Action,
 2 including the lapse of any time to appeal and/or the final non-appealable resolution of any filed
 3 appeal.”

4 WHEREAS, on September 2, 2022, the parties in the Securities Class Action filed a
 5 Stipulation and Agreement of Settlement;¹ and

6 WHEREAS, as ordered by the Court (*see* ECF No. 35), the Parties have met and conferred
 7 about further proceedings in the Derivative Action. Among other things, the Parties discussed their
 8 mutual interest in scheduling a global mediation, which would include the plaintiffs who filed
 9 derivative litigation that is currently pending in the Delaware Court of Chancery and District of
 10 Delaware, to explore the potential resolution of all pending derivative claims against Defendants
 11 now that the Securities Class Action has settled.

12 WHEREAS, this stipulation is not a waiver of any Parties’ rights, remedies, claims, or
 13 defenses;

14 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by the Parties
 15 hereto, through their undersigned counsel, subject to the approval of the Court, as follows:

- 16 1. The Derivative Action is stayed initially for an additional sixty (60) calendar days.
- 17 2. Within thirty (30) calendar days of the Court entering this order, the Parties shall
 18 submit a status report, including regarding the timing of any global mediation and the selection of
 19 a mediator.
- 20 3. Any Party may lift the stay in the Derivative Action by leave of Court.
- 21 4. Within fourteen (14) calendar days of the stay expiring, the Parties shall meet and
 22 confer and submit a status report and/or schedule for further proceedings in this Derivative Action.

23
 24
 25
 26
 27
 28 _____
¹ The public settlement papers were filed at ECF Nos. 247 and 248 in the Securities Class Action.

1 DATED: September 16, 2022

GLANCY PRONGAY & MURRAY LLP

2 By: /s/ Robert V. Prongay

3 Robert V. Prongay

4 Pavithra Rajesh

5 1925 Century Park East, Suite 2100

6 Los Angeles, California 90067

7 Telephone: (310) 201-9150

8 Facsimile: (310) 201-9160

9 Email: rprongay@glancylaw.com

10 prajesh@glancylaw.com

11 Matthew M. Houston

12 Benjamin I. Sachs-Michaels

13 712 Fifth Avenue, 31st Floor

14 New York, New York 10019

15 Telephone: (212) 935-7400

16 Facsimile: (212) 756-3630

17 Email: mhouston@glancylaw.com

18 bsachsmichaels@glancylaw.com

19 *Attorneys for Plaintiff Katharine Jameson*

20 DATED: September 16, 2022

JOHNSON FISTEL, LLP

21 By: /s/ Brett M. Middleton

22 Brett M. Middleton

23 Frank J. Johnson

24 Kristen O'Connor

25 655 West Broadway, Suite 1400

26 San Diego, CA 92101

27 Telephone: (619) 230-0063

28 Facsimile: (619) 255-1856

Email: brettm@johnsonfistel.com

frankj@johnsonfistel.com

kristeno@johnsonfistel.com

Attorneys for Plaintiff Zachary Gamlieli

1 DATED: September 16, 2022

COOLEY LLP

By: /s/ Ryan E. Blair

Ryan E. Blair

4401 Eastgate Mall
San Diego, California 92121
Telephone: (858) 550-6000
Facsimile: (858) 550-6420
Email: rblair@cooley.com

John C. Dwyer
Brett H. De Jarnette
3175 Hanover Street
Palo Alto, CA 94304-1130
Telephone: (650) 843-5000
Facsimile: (650) 849-7400
Email: dwyerjc@cooley.com
Email: bdejarnette@cooley.com

Attorneys for Defendants Geron Corporation, John A. Scarlett, Karin Eastham, V. Bryan Lawlis, Susan M. Molineaux, Robert J. Spiegel, Olivia Bloom, Daniel M. Bradbury, Hoyoung Huh, and Stephen N. Rosenfield

Pursuant to Civil L.R. 5-1(i)(3), all signatories concur in filing this stipulation.

16 DATED: September 16, 2022

/s/Ryan E. Blair

Ryan E. Blair

* * *

PURSUANT TO STIPULATION, IT IS SO ORDERED.

21 DATED: _____, 2022

HON. WILLIAM ALSUP
UNITED STATES DISTRICT JUDGE